

# NW

RECORDATION NO. 10647-8

MAR 31 1981-10 55 AM

INTERSTATE COMMERCE COMMISSION

MAR 31 1981-10 55 AM

INTERSTATE COMMERCE COMMISSION

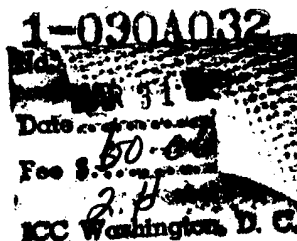
RECORDATION NO. 11966-8

March 30, 1981

MAR 31 1981-10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423



RECORDATION NO. 6662-B

MAR 31 1981-10 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Under various dates, there were filed and recorded with the Interstate Commerce Commission certain Norfolk and Western Railway Equipment Trust Agreements and a Pullman, Incorporated Conditional Sale Agreement with the First Pennsylvania Bank, N.A., as trustee or agent, as follows:

<u>Financing</u>	<u>Filed &amp; Recorded</u>	<u>Recordation No.</u>
NW Eqmt. Tr. Agmt., Series 12, dtd. 7-1-80	7- 3-80	11966
NW Eqmt. Tr. Agmt., Series 9, dtd. 7-1-79	7-20-79	10647
NW Eqmt. Tr. Agmt., Series 2, dtd. 10-1-75	10-20-75	8084
NW Eqmt. Tr. Agmt., Series U, dtd. 8-1-72	7-26-72	6662
NW Eqmt. Tr. Agmt., Series S, dtd. 9-1-71	8-16-71	6284
Agreement May 1, 1970, with Pullman, Inc.	5- 5-70	5704

In accordance with Section 11303 of the Interstate Commerce Act and Part 1116 of the Commission's rules, there are being forwarded to you herewith for recordation, six sets of documents, each consisting of four original counterparts numbered 1, 2, 3 and 4, respectively of Supplemental Agreements, all dated as of March 15, 1981, between the First Pennsylvania Bank N.A. and Norfolk and Western Railway Company.

There is also enclosed a voucher payable to the order of the Interstate Commerce Commission for \$60.00 covering the recordation fee for these six supplements at \$10.00 each.

The names and addresses of the parties to the supplements are as follows:

Bank: First Pennsylvania Bank N.A.  
15th and Chestnut Streets  
Philadelphia, Pa. 19101

Railroad: Norfolk and Western Railway Company  
8 North Jefferson Street  
Roanoke, Virginia 24042

RECORDATION NO. 6284-D

RECORDATION NO. 5704-C

MAR 31 1981-10 55 AM

MAR 31 1981-10 55 AM

Norfolk and Western Railway Company  
Roanoke, Virginia 24042

INTERSTATE COMMERCE COMMISSION

James T. HAYES  
Assistant Treasurer

RECEIVED

MAR 31 10 50 AM '81

FEE COLLECTED \$60.00

Counterspart - J. F. Brown

The following is a general description of the equipment to be subjected to the respective Norfolk and Western Railway Company Equipment Trusts and Conditional Sale Agreement by these supplements, dated as of March 15, 1981:

<u>Financing</u>	No. of 3,600 h.p. 6 axle diesel electric <u>Locomotives Assigned</u>	<u>Numbers</u>
NW Equip. Trust, Series 12	1	8500
NW Equip. Trust, Series 9	1	8501
NW Equip. Trust, Series 2	1	8502
NW Equip. Trust, Series No. U	1	8503
NW Equip. Trust, Series No. S	1	8504
Agreement 5/1/70, with Pullman, Inc.	<u>1</u>	8505
	Total -	6

After the enclosed supplements have been duly recorded, please return the original counterparts numbered 1 and 2, bearing the recordation data, to the undersigned at Roanoke, Virginia.

Yours very truly,

*J. T. Valleroy*

J. T. Valleroy  
Assistant Treasurer

Enc.  
JTV/er

**Interstate Commerce Commission**  
Washington, D.C. 20423

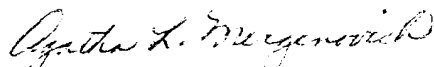
OFFICE OF THE SECRETARY

J. T. Vallerov  
Norfolk and Eastern Fly Co.  
8 North Jefferson Street  
Roanoke, Virginia 24042

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/31/81 at 10:55AM , and assigned re-recording number(s) 11966-A, 10647-A, 8084-C, 6662-B, 6284-D, & 5704-C

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

ORIGINAL COUNTERPART  
NO. 3

NO. 6662-B  
RECORDATION NO. 6662-B  
MAR 31 1981 - 10 52 AM  
INTERSTATE COMMERCE COMMISSION

AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES U

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SUPPLEMENTAL AGREEMENT

Dated as of March 15, 1981

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of August 1, 1972

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of March 15, 1981, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation existing under the laws of the United States (the "Trustee").

R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series U," was created by an Equipment Trust Agreement dated as of August 1, 1972 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

Section 4.09 of of the Trust Agreement provides that any Replacement Funds, as defined therein, may be applied to the purchase of additional units of Equipment, as defined therein, in an amount not exceeding the then fair value of such Equipment. The Company has deposited Replacement Funds with the Trustee and desires to apply such funds to the purchase of additional Equipment and subject such Equipment to the Trust Agreement.

\* \* \* \* \*

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
1	3,600 h.p. six-axle Diesel Electric Locomotive, numbered NW 8503; General Electric Company, builder.	\$896,000	\$896,000

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.

3. This Supplemental Agreement, which is dated for convenience as of March 15, 1981, may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except

as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

Attest:

Joseph Rakush  
ASSISTANT Secretary

By

John R. Thompson  
Executive Vice President

FIRST PENNSYLVANIA BANK N.A.,  
as Trustee

Attest:

T. A. O'Connell  
Secretary

T. A. O'CONNELL  
ASSISTANT SECRETARY

By

P. M. GIULIANTE  
Vice President  
P. M. GIULIANTE  
SENIOR CORPORATE TRUST OFFICER  
& ASSISTANT SECRETARY

COMMONWEALTH OF VIRGINIA )  
 ) SS:  
 CITY OF ROANOKE )

On this 27<sup>th</sup> day of March, 1981, before me personally appeared J. R. Turbyfill, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

R. E. Jamblison  
 Notary Public  
 My Commission Expires July 20, 1982

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS:  
 COUNTY OF PHILADELPHIA )

On this 30<sup>th</sup> day of March, 1981, before me personally appeared J. M. B. [unclear], to me personally known, who, being by me duly sworn, says that she is a S. Corp. TR. OFFICER Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation. Rev

Lynn M. Attarian  
 Notary Public

LYNN M. ATTARIAN  
 Notary Public, Phila., Phila. Co.  
 My Commission Expires May 3, 1982